

DEC 13 1971 - 8 55 AM

First Supplemental Agreement dated December 1, 1971, to Lease of Railroad Equipment dated June 23, 1971, between Fruehauf Corporation (Lessor) and George P. Baker, Richard C. Bond, Jervis Langdon, Jr., and Willard Wirtz, Trustees of the Property of Penn Central Transportation Company, Debtor, (Lessees);

WHEREAS, the Lessor and Lessees entered into a Lease of Railroad Equipment dated June 23, 1971, pursuant to which the Lessor agreed to lease to the Lessees railroad equipment described in Exhibit "A" to said Lease of Railroad Equipment;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is agreed by and among the parties hereto that:

1. The Lease of Railroad Equipment is hereby supplemented by excluding therein the units of equipment set forth in Schedule "A" attached hereto;


2. The Lease of Railroad Equipment is hereby supplemented by including therein the units of equipment set forth in Schedule "B" attached hereto;

3. Except as amended and supplemented hereby the said Lease of Railroad Equipment shall remain unaltered and in full force and effect.

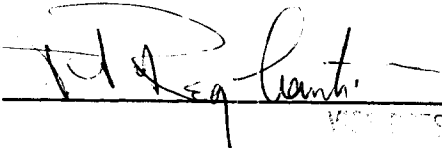
IN WITNESS WHEREOF, Lessor has caused this instrument to be executed in its corporate name, by one of its officers thereunto duly authorized, and its corporate seal to be hereunto affixed and duly attested, and Lessees have caused this instrument to be executed on their behalf by one of the Lessees thereunto duly authorized, all as of the day and year first above written.

ATTEST:

FRUEHAUF CORPORATION

  
Secretary

By

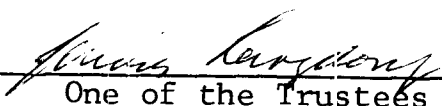
  
VICE PRESIDENT

GEORGE P. BAKER, RICHARD C. BOND, JERVIS  
LANGDON, JR. AND WILLARD WIRTZ  
TRUSTEES OF THE PROPERTY OF  
PENN CENTRAL TRANSPORTATION COMPANY, DEBTOR

WITNESS:

  
Assistant Secretary

By

  
One of the Trustees

STATE OF MICHIGAN )  
 ) SS.  
COUNTY OF WAYNE )

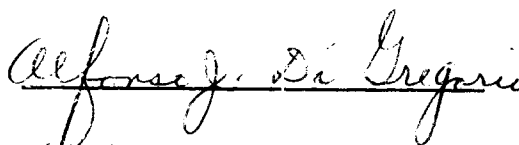
On this 24th day of November, 1971, before me personally appeared T. J. Reghanti, to me personally known, who, being by me duly sworn, said that he is a VICE PRESIDENT of FRUEHAUF CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



D. L. ACREE  
Notary Public, Wayne County, Michigan  
My Commission Expires July 15, 1975

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.  
CITY AND COUNTY OF PHILADELPHIA )

On this 7th day of December, 1971, before me personally appeared Jervis Langdon, Jr., to me personally known, who, being by me duly sworn, said that he is one of the Trustees of the property of PENN CENTRAL TRANSPORTATION COMPANY, Debtor, that the foregoing instrument was signed by him on behalf of and by authority of the Trustees of the property of Penn Central Transportation Company, Debtor, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trustees.



ALFONSE J. DI GREGORIO  
Notary Public, Philadelphia Co.  
My Commission Expires July 1, 1972

SCHEDULE "A"

Equipment to be Excluded in Supplement

<u>No. of Cars</u>	<u>Lessor's Specifications dated May 7, 1971 and Numbered</u>	<u>Description</u>	<u>Price</u>	<u>Lessor's</u>	<u>Lessee's</u>	<u>Initial Term Quar. Rental Payments</u>
			<u>Per Car</u>	<u>Serial No.</u>	<u>Car Nos.</u>	
150	6729	70-ton 65'6" mill type gondola with fixed ends steel floor with wood deck and wood and steel lining	\$18,773	11004-1 through 11004-150	592200 through 592349	\$573.24

SCHEDULE "B"

Equipment to be Included in Supplement

Lessor's Specifications dated May 7, 1971		Description	Price		Lessor's Serial No.	Lessees' Car Nos.	Initial Term Quar. Rental Payments
<u>Cars</u>	<u>and Numbered</u>		<u>Per Car</u>				
150	6729	70-ton 65'6" mill type gondola with fixed ends steel floor with wood deck and wood and steel lining	\$18,773		11004-1 through 11004-150	598850 through 598999	\$573.24